1st

Davidson County DEEDWARR
Recvd: 10/21/05 16:07 9 pgs
Fees:48.00 Taxes:12210.00

20051021-0127560

THIS INSTRUMENT PREPARED BY:
BASS, BERRY & SIMS PLC (MSP)
315 Deaderick Street, Suite 2700
Nashville, Tennessee 37238

SPECIAL WARRANTY DEED

Address New Owner(s):	Send Tax Bills To:	Map/Parcel Number(s):
2120 Partners, LLC et al 513 3rd Avenue South Nashville, Tennessee 37210	SAME	Map 81-12 - B Parcels 1.00CO, 318, 320, 328 and 329

FOR AND IN CONSIDERATION OF the sum of TEN AND NO/100 DOLLARS ($10.00) cash in hand paid and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, CRJ 8TH AVENUE PROPERTY, LLC, a Tennessee limited liability company (the "Grantor"), has bargained and sold, and hereby transfers and conveys, to 2120 PARTNERS, LLC, a Tennessee limited liability company, as to an undivided 25% interest, CAR INVESTMENTS, LLC, a Tennessee limited liability company, as to an undivided 12.5% interest, CJR INVESTMENTS, LLC, a Tennessee limited liability company, as to an undivided 12.5% interest, FORAY INVESTMENTS, LLC, a Delaware limited liability company, as to an undivided 9.625% interest, FORAY REPLACEMENT PROPERTY, LLC, an Alabama limited liability company as to an undivided 15.375% interest, WILLMA I. SOLOMON VILLAGE LIMITED PARTNERSHIP, a Tennessee limited partnership, as to an undivided 12.5% interest, and J&J PROPERTIES, LLC, a Tennessee limited liability company, as to an undivided 12.5% interest, their successors and assigns (collectively, the "Grantee"), certain real property in Davidson County, Tennessee, more particularly described as follows:

Land in Davidson County, Tennessee, consisting of three tracts consisting of approximately eight (8) acres in the aggregate as described on Exhibit A attached hereto and incorporated herein by reference.

BEING PART OF THE SAME property conveyed to Grantor by deed from the Metropolitan Development and Housing Agency of record as Instrument Number 20010315-0025023 and the same property conveyed to Grantor by deed of record as Instrument Number 20010315-0025024, Register's Office for Davidson County, Tennessee.

TO HAVE AND TO HOLD said property, together with the appurtenances, hereditaments, estate, title and interest thereto belonging, to Grantee, forever.

This is improved property known as Phase IV of The Lofts at Werthan Mills located near the intersections of Hume Street and Eighth Avenue North and Eighth Avenue North and Taylor Street in Nashville, Davidson County, Tennessee.

Said property is conveyed subject to the following matters:

1. Property taxes for the year 2005.
2. Easement of record as Instrument No. 20031023-0157114, Register's Office of Davidson County, Tennessee. (Applies to Tract One only)
3. Phillips-Jackson Street Redevelopment Plan Restrictive Covenants of record in Book 9183, page 130, said Register's Office, as amended by Phillips-Jackson Street Redevelopment Plan Restrictive Covenants of record in Book 11625, page 280, said Register's Office.
4. Matters shown on Survey of Germantown Lands (No. 05043) dated October 12, 2005, prepared by L. Kevin Morehead, RLS No. 2315, with Initial Point Land Surveying, Inc.
5. Easement for a 15-foot alley conveyed to Metropolitan Government of Nashville and Davidson County in Book 4718, page 619, said Register's Office. (Applies to Tract Three only)
6. Master Deed of The Lofts at Werthan Mills Condominiums of record as Instrument Number 20031023-0157113, said Register's Office, as amended by instruments of record as Instrument Numbers 20040521-0059936, 20040712-0082926 and 20050202-0012489, said Register's Office. (Applies only to that portion of Tract One contained within the bounds of the ingress/egress easement described in the Easement of record as Instrument No. 20031023-0157114, said Register's Office.)
7. Easement for Parking as set forth in Instrument No. 20050202-0012491, said Register's Office. (Applies to Tract Three only)
8. Party wall(s) situated partly on the insured property and partly on adjoining properties. (Applies to Tract One only)
9. Terms and provisions of unrecorded option agreement between Charles Jones and Brent Coursey dated December 2003. (Applies only to that portion of Tract One shown as Building B on the above-referenced survey)

This property is conveyed AS IS, WHERE IS, AND WITH ALL FAULTS.

Grantor covenants and binds itself and its successors to warrant specially and defend to Grantee forever the title to said property against the lawful claims of all persons claiming through or under Grantor (excluding claims arising out of the matters set forth above), but no further or otherwise.

IN WITNESS WHEREOF, the undersigned Grantor has executed this instrument or has caused same to be executed as of the 21st day of October, 2005.

CRJ 8TH AVENUE PROPERTY, LLC,
a Tennessee limited liability company

By: Charles R. Jones
Charles R. Jones,
Chief Manager

STATE OF TENNESSEE)

COUNTY OF DAVIDSON)

The actual consideration for this transfer or value of property transferred (whichever is greater) is $3,300,000.

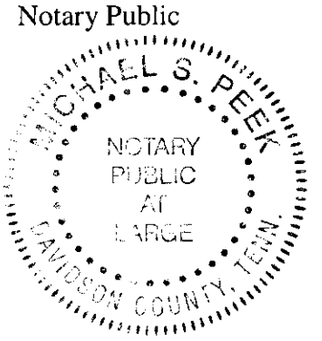
Affiant

Sworn to and subscribed before me this 20th day of October, 2005.

Notary Public

My Commission Expires:

March 25, 2006



STATE OF TENNESSEE)

COUNTY OF DAVIDSON)

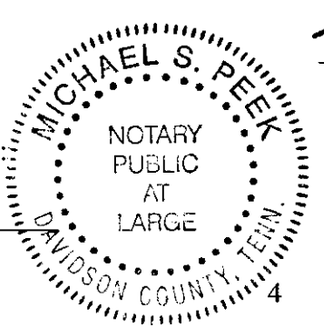
Personally appeared before me, the undersigned, a Notary Public having authority within the State and County aforesaid, Charles R. Jones, with whom I am personally acquainted, and who acknowledged that he executed the within instrument for the purposes therein contained, and who further acknowledged that he is the Chief Manager of CRJ 8TH AVENUE PROPERTY, LLC, a Tennessee limited liability company, and is authorized by the company to execute this instrument on behalf of the company.

WITNESS my hand, at office, this 20th day of October, 2005.

Notary Public

My Commission Expires:

March 25, 2006



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2823478-000077 10/19/05

EXHIBIT A

Legal Description of Property

LAND LYING IN NASHVILLE, DAVIDSON COUNTY, TENNESSEE, AND BEING MORE PARTICULARLY DESCRIBE ACCORDING TO A SURVEY OF GERMANTOWN LANDS (NO. 05043) DATED OCTOBER 12, 2005, PREPARED BY L. KEVIN MOREHEAD, RLS NO. 2315, WITH INITIAL POINT LAND SURVEYING, INC., AS FOLLOWS:

TRACT ONE

BEING A TRACT OF LAND LYING IN NASHVILLE, DAVIDSON COUNTY, TENNESSEE, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT AN IRON ROD SET AT THE INTERSECTION OF THE EASTERLY RIGHT-OF-WAY LINE OF EIGHTH AVENUE NORTH, 100 FEET IN WIDTH, AND THE SOUTHERLY RIGHT-OF-WAY LINE OF HUME STREET, 50 FEET IN WIDTH;

THENCE LEAVING THE SOUTHERLY RIGHT-OF-WAY LINE OF HUME STREET WITH THE EASTERLY RIGHT-OF-WAY LINE OF EIGHTH AVENUE NORTH, SOUTH 28 DEG 05 MIN 25 SEC EAST, 195.32 FEET TO THE TRUE POINT OF BEGINNING;

THENCE LEAVING THE EASTERLY RIGHT-OF-WAY LINE OF EIGHTH AVENUE NORTH WITH A PHASE LINE THROUGH THE PROPERTY OF CRJ 8th AVENUE PROPERTY, LLC, AS OF RECORD IN INSTRUMENT NUMBER 20010315-0025023, AT THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE, NORTH 61 DEG 32 MIN 18 SEC EAST, 45.82 FEET TO A POINT;

THENCE NORTH 28 DEG 27 MIN 42 SEC WEST, 8.58 FEET TO A POINT;

THENCE NORTH 61 DEG 32 MIN 18 SEC EAST, 127.50 FEET TO A POINT;

THENCE SOUTH 28 DEG 27 MIN 42 SEC EAST, 25.17 FEET TO A POINT;

THENCE NORTH 61 DEG 32 MIN 18 SEC EAST, 28.00 FEET TO A POINT;

THENCE NORTH 28 DEG 27 MIN 42 SEC WEST, 25.17 FEET TO A POINT;

THENCE NORTH 61 DEG 32 MIN 18 SEC EAST, 16.82 FEET TO A POINT;

THENCE SOUTH 28 DEG 27 MIN 42 SEC EAST, 4.07 FEET TO A POINT;

THENCE NORTH 68 DEG 45 MIN 25 SEC EAST, 20.82 FEET TO A POINT;

THENCE NORTH 72 DEG 30 MIN 20 SEC EAST, 23.78 FEET TO A POINT;

THENCE NORTH 76 DEG 05 MIN 10 SEC EAST, 17.88 FEET TO A POINT;

THENCE NORTH 73 DEG 46 MIN 37 SEC EAST, 59.22 FEET TO A POINT;

THENCE NORTH 61 DEG 31 MIN 22 SEC EAST, 21.77 FEET TO A POINT;

THENCE SOUTH 28 DEG 27 MIN 42 SEC EAST, 30.24 FEET TO A POINT;

THENCE SOUTH 61 DEG 42 MIN 25 SEC WEST, 42.00 FEET TO A POINT;

THENCE SOUTH 28 DEG 27 MIN 42 SEC EAST, 29.89 FEET TO A POINT;

THENCE NORTH 61 DEG 32 MIN 18 SEC EAST, 59.54 FEET TO A POINT;

THENCE SOUTH 28 DEG 34 MIN 19 SEC EAST, 59.73 FEET TO A POINT;

THENCE NORTH 61 DEG 32 MIN 18 SEC EAST, 49.88 FEET TO A POINT;

THENCE NORTH 28 DEG 21 MIN 30 SEC WEST, 63.87 FEET TO A POINT IN THE WESTERLY PROPERTY LINE OF WERTHAN PACKAGING, INC., AS OF RECORD IN DEED BOOK 7741, PAGE 757, AT THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE;

THENCE WITH THE WESTERLY PROPERTY LINE OF WERTHAN PACKAGING, INC., ALONG A CURVE TO THE LEFT, WITH AN ARC LENGTH OF 80.88 FEET, THE RADIUS OF WHICH IS 175.10 FEET THE CENTRAL ANGLE OF WHICH IS 26 DEG 27 MIN 50 SEC, THE CHORD OF WHICH IS SOUTH 50 DEG 35 MIN 19 SEC EAST, 80.16 FEET TO A PK NAIL SET;

THENCE SOUTH 01 DEG 53 MIN 41 SEC WEST, 177.44 FEET TO A POINT ON THE FACE OF A BUILDING, KNOWN AS BUILDING "A" ON THIS SURVEY, AT THE BUILDING SEAM;

THENCE SOUTH 28 DEG 06 MIN 19 SEC EAST, 123.58 FEET TO A BUILDING CORNER;

THENCE SOUTH 61 DEG 53 MIN 41 SEC WEST, 11.08 FEET TO A BUILDING CORNER;

THENCE SOUTH 12 DEG 24 MIN 19 SEC WEST, 3.21 FEET TO A BUILDING CORNER;

THENCE SOUTH 61 DEG 53 MIN 41 SEC WEST, 29.59 FEET TO A BUILDING CORNER;

THENCE SOUTH 28 DEG 06 MIN 19 SEC EAST, 15.82 FEET TO A BUILDING CORNER;

THENCE SOUTH 61 DEG 53 MIN 41 SEC WEST, 39.19 FEET TO A POINT;

THENCE SOUTH 28 DEG 00 MIN 51 SEC EAST, 15.85 FEET TO A BUILDING CORNER, KNOWN AS BUILDING "B" ON THIS SURVEY;

THENCE NORTH 61 DEG 59 MIN 09 SEC EAST, 66.30 FEET TO A BUILDING CORNER;

THENCE SOUTH 28 DEG 00 MIN 51 SEC EAST, 91.16 FEET TO A BUILDING CORNER;

THENCE SOUTH 61 DEG 59 MIN 09 SEC WEST, 6.04 FEET TO A POINT;

THENCE SOUTH 28 DEG 00 MIN 51 SEC EAST, 28.00 FEET TO AN IRON ROD SET IN THE NORTHERLY RIGHT-OF-WAY LINE OF TAYLOR STREET, 50 FEET IN WIDTH;

THENCE WITH THE NORTHERLY RIGHT-OF-WAY LINE OF TAYLOR STREET SOUTH 61 DEG 55 MIN 54 SEC WEST, 347.41 FEET TO AN IRON ROD SET AT THE INTERSECTION OF THE NORTHERLY RIGHT-OF-WAY LINE OF SAID TAYLOR STREET AND THE EASTERLY RIGHT-OF-WAY LINE OF SAID EIGHTH AVENUE NORTH;

THENCE LEAVING THE NORTHERLY RIGHT-OF-WAY LINE OF TAYLOR STREET WITH THE EASTERLY RIGHT-OF-WAY LINE OF EIGHTH AVENUE NORTH, NORTH 28 DEG 05 MIN 25 SEC WEST, 506.95 FEET TO THE POINT OF BEGINNING.

CONTAINING 243,326 SQUARE FEET (5.586 ACRES MORE OR LESS).

TRACT TWO

BEING A TRACT OF LAND LYING IN NASHVILLE, DAVIDSON COUNTY, TENNESSEE, ALSO BEING LOTS 64, 66, 68, 70 AND 72 ON THE PLAN OF NORTH NASHVILLE REAL ESTATE COMPANY, AS OF RECORD IN PLAT BOOK 21, PAGE 105, AT THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT AN EXISTING IRON ROD AT THE INTERSECTION OF THE SOUTHERLY RIGHT-OF-WAY LINE OF HUME STREET, 50 FEET IN WIDTH, AND THE WESTERLY RIGHT-OF-WAY LINE OF EIGHTH AVENUE NORTH, 100 FEET IN WIDTH;

THENCE LEAVING THE SOUTHERLY RIGHT-OF-WAY LINE OF HUME STREET WITH THE WESTERLY RIGHT-OF-WAY LINE OF EIGHTH AVENUE NORTH SOUTH 28 DEG 05 MIN 25 SEC EAST, 269.00 FEET TO AN IRON ROD SET AT THE INTERSECTION OF SAID EIGHTH AVENUE NORTH AND THE NORTHERLY RIGHT-OF-WAY LINE OF CHEATHAM PLACE, 50 FEET IN WIDTH;

THENCE LEAVING THE WESTERLY RIGHT-OF-WAY LINE OF EIGHTH AVENUE NORTH WITH THE NORTHERLY RIGHT-OF-WAY LINE OF CHEATHAM PLACE SOUTH 61 DEG 53 MIN 29 SEC WEST, 160.00 FEET TO AN IRON ROD SET AT THE INTERSECTION OF THE NORTHERLY RIGHT-OF-WAY LINE OF SAID CHEATHAM

PLACE AND THE EASTERLY RIGHT-OF-WAY LINE OF ALLEY NUMBER 516, 15 FEET IN WIDTH;

THENCE LEAVING THE NORTHERLY RIGHT-OF-WAY LINE OF CHEATHAM PLACE WITH THE EASTERLY RIGHT-OF-WAY LINE OF ALLEY NUMBER 516 NORTH 28 DEG 05 MIN 25 SEC WEST, 269.00 FEET TO AN IRON ROD SET AT THE INTERSECTION OF THE EASTERLY RIGHT-OF-WAY LINE OF SAID ALLEY NUMBER 516 AND THE SOUTHERLY RIGHT-OF-WAY LINE OF SAID HUME STREET;

THENCE LEAVING THE EASTERLY RIGHT-OF-WAY LINE OF ALLEY NUMBER 516 WITH THE SOUTHERLY RIGHT-OF-WAY LINE OF HUME STREET NORTH 61 DEG 53 MIN 29 SEC EAST, 160.00 FEET TO THE POINT OF BEGINNING.

CONTAINING 43,040 SQUARE FEET (0.988 ACRES MORE OR LESS).

TRACT THREE

BEING A TRACT OF LAND LYING IN NASHVILLE, DAVIDSON COUNTY, TENNESSEE, ALSO BEING LOTS 111 THROUGH 117 AND PART OF 118 ON THE PLAN OF NORTH NASHVILLE REAL ESTATE COMPANY, AS OF RECORD IN PLAT BOOK 21, PAGE 105, AT THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT AN IRON ROD SET AT THE INTERSECTION OF THE NORTHERLY RIGHT-OF-WAY LINE OF HUME STREET, 50 FEET IN WIDTH, AND THE EASTERLY RIGHT-OF-WAY LINE OF EIGHTH AVENUE NORTH, 100 FEET IN WIDTH;

THENCE LEAVING THE NORTHERLY RIGHT-OF-WAY LINE OF HUME STREET WITH THE EASTERLY RIGHT-OF-WAY LINE OF EIGHTH AVENUE NORTH, NORTH 28 DEG 05 MIN 25 SEC WEST, 208.30 FEET TO AN IRON ROD SET AT A CORNER COMMON WITH THE PROPERTY OF BOYCE STREET BAPTIST CHURCH TRUSTEES, AS OF RECORD IN DEED BOOK 10082, PAGE 677, AT THE REGISTER'S OFFICE FOR DAVIDSON COUNTY, TENNESSEE;

THENCE LEAVING THE EASTERLY RIGHT-OF-WAY LINE OF EIGHTH AVENUE NORTH WITH THE SOUTHERLY PROPERTY LINE OF BOYCE STREET BAPTIST CHURCH TRUSTEES NORTH 61 DEG 56 MIN 21 SEC EAST, 159.60 FEET TO AN EXISTING IRON ROD IN THE WESTERLY RIGHT-OF-WAY LINE OF ALLEY NUMBER 515, 15 FEET IN WIDTH;

THENCE WITH THE WESTERLY RIGHT-OF-WAY LINE OF ALLEY NUMBER 515 SOUTH 28 DEG 17 MIN 17 SEC EAST, 15.00 FEET TO AN IRON ROD SET;

THENCE WITH THE SOUTHERLY RIGHT-OF-WAY LINE OF ALLEY NUMBER 515 NORTH 61 DEG 53 MIN 29 SEC EAST, 174.69 FEET TO AN IRON ROD SET IN THE

WESTERLY RIGHT-OF-WAY LINE OF SEVENTH AVENUE NORTH, 60 FEET IN WIDTH;

THENCE LEAVING THE SOUTHERLY RIGHT-OF-WAY LINE OF ALLEY NUMBER 515 WITH THE WESTERLY RIGHT-OF-WAY LINE OF SEVENTH AVENUE NORTH SOUTH 27 DEG 58 MIN 50 SEC EAST, 193.17 FEET TO AN IRON ROD SET AT THE INTERSECTION OF THE WESTERLY RIGHT-OF- WAY LINE OF SAID SEVENTH AVENUE NORTH AND THE NORTHERLY RIGHT-OF-WAY LINE OF SAID HUME STREET;

THENCE LEAVING THE WESTERLY RIGHT-OF-WAY LINE OF SEVENTH AVENUE NORTH WITH THE NORTHERLY RIGHT-OF-WAY LINE OF HUME STREET SOUTH 61 DEG 53 MIN 29 SEC WEST, 333.97 FEET TO THE POINT OF BEGINNING.

CONTAINING 66,953 SQUARE FEET (1.537 ACRES MORE OR LESS).